UNITED STATES	BANKRUPTCY	COURT
SOUTHERN DIST	RICT OF NEW	YORK

)	
)	Case No. 12-12020 (MG)
)	,
)	Chapter 11
)	1
)	Jointly Administered
)	•
)))))

AFFIDAVIT OF DISINTERESTEDNESS

STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

I, IRVIN V. BELZER, being duly sworn, upon my oath, depose and say:

- 1. I am a Partner and Member of the Management Committee of Bryan Cave LLP, located at 1200 Main Street, Suite 3500, Kansas City, Missouri 64105 (the "Firm").
- 2. The above-captioned debtors and debtors-in-possession (each a "<u>Debtor</u>" and collectively the "<u>Debtors</u>") have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
- 3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned cases (the "<u>Chapter 11 Cases</u>"), for persons that are parties-in-interest in the Debtors' Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

- 4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases.
- 5. Neither I nor any partner of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular partners and employees of the Firm.
- 6. Neither I nor any partner of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.
- 7. The Debtors do not owe the Firm for any prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, et seq.
- 8. As of the Petition Date, the Firm was not party to an agreement for indemnification with any of the Debtors.
- 9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 27, 2012.

SARAH E. WOOD Notary Public - Notary Seal STATE OF MISSOURI Platte County
Commission Expires: Nov. 21, 2015
Commission # 11271150

Sworn to and subscribed before me

day of

2012.

In re Residential Capital, LLC, et al. Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE1

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL, LLC, et al. (the "<u>Debtors</u>")

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF. PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP 1290 Avenue of the Americas New York, New York 10104 Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Bryan Cave LLP 3500 One Kansas City Place 1200 Main Street Kansas City, Missouri 64105

- 2. Date of original retention: See Exhibit A.
- 3. Brief description of legal services to be provided:

These are defenses of a series of cases, most being putative class actions, arising out of allegations that Missouri or Pennsylvania second mortgage loans originated by particular mortgage brokers contained unlawful rates of interest, origination fees and/or closing costs that were violative of particular statutes. If you would like specific description of the facts and allegations of each case, those are readily available.

- 4. Arrangements for compensation (hourly, contingent, etc.)
 - (a) Average hourly rate (if applicable): See <u>Exhibit B</u>.

All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

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(b) Estimated average monthly compensation (based on prepetition retention if firm was employed prepetition):

Over recent years these cases were in the range of \$25,000 to \$40,000 a month, with the exception of the second half of 2011 and the beginning of 2012, in which there was a much higher level of activity.

***************************************	as a mach migher level of activity	· •
Prepetition claim	s against any of the Debtors held	by the firm:
Amount of claim	: None, since we applied the reta that existed prior to the filing.	niner to pay the work in progress
Date claim arose	·	
Source of claim:		
	s against any of the Debtors held ressional employee of the firm:	individually by any member,
Name: N/A		
Status:	·	
Amount of Clain	1:	
Date claim arose	:	
Source of Claim		<u> </u>
,		·
Stock of any of t	he Debtors currently held by the	firm:
Kind of shares: 1	N/A	

No. of shares:

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8.	Stock of any of the Debtors currently held individually by any member, associated or professional employee of the firm:
	Name: N/A
	Status:
	Kind of shares:
	No. of shares:
9.	Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.
	None
10.	Amount of any retainer received from the Debtors held by the firm:
	(a) As of May 14, 2012: See <u>Exhibit C</u> .
	(b) Balance remaining after application to invoices due and owing prior to May 14, 2012: See <u>Exhibit C</u> .

Name: BRYAN CAVE LLP

Irvin V. Belzei

Title: Partner and Member of Management

Committee

EXHIBIT A

0219608 - Mitchell - 04/09/08

0304081 - Thomas - 10/14/09

0304093 - Gilmor - 10/29/09

0304094 - Couch - 10/13/09

0304096 - Baker - 10/19/09

0304125 - Beaver - 10/13/09

0304126 - Mayo - 10/09/09

0316924 - Ban-Cor - 10/14/10

0320913 - Kessler - 03/03/11

Exhibit B

2012 ResCap Rates

Timekeeper 2012 ResCap Rates Kim Y. Bland \$ 110.00 Martin Whitehead \$ 150.00 Michael G. Biggers \$ 420.00 Marzale A. Fosdick \$ 155.00 Herbert M. Kohn \$ 490.00 Shelley J. Vassmer \$ 120.00 Craig S. O'Dear \$ 490.00 Laurence M. Frazen \$ 490.00 Thomas C. Walsh \$ 560.00 Robert M. Thompson \$ 395.00 Terri A. DeGregorio \$ 170.00 Cheryl A. Wolf \$ 175.00 Elizabeth C. Carver \$ 440.00 Jennifer A. Donnelli \$ 305.00 Mark W. Brennan \$ 3355.00 Irvin V. Belzer \$ 480.00 Wanda K. Oldani \$ 155.00 Kenneth Lee Marshall \$ 460.00 Stacia Sanders \$ 185.00 Marisel S. Walston \$ 155.00 Linda E. Armstrong \$ 155.00 Darci F. Madden \$ 375.00 Susan B. Caldwell \$ 175.00 Catesby A. Major \$ 325.00 Fred L. Sgroi <td< th=""><th></th><th></th></td<>		
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Robert J. Esposito \$ 345.00 Michele R. Gardner \$ 250.00		
Michele R. Gardner \$ 250.00		
	Courtney H. Carpenter	\$ 160.00

Jeffrey Russell	\$ 460.00
James Wyrsch	\$ 330.00
John Amberg	\$ 575.00
Sara Butler	\$ 215.00
Goli Mahdavi	\$ 330.00
Christopher Grenz	\$ 170.00
Jonathan Potts	\$ 170.00
Douglas Winter	\$ 530.00
Ellen Bonacorsi	\$ 425.00
Christian Zust	\$ 155.00
Joan Thomas	\$ 155.00
Oddir Filestick	

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ResCap Legal Staff Month-End WIP Accruals as of 7/31/2012 Work In Process - Not Billed Yet

EXHIBIT C

			P	g .	ΤO	OI	14	4	
Comments									
Post Petition Amount (May 14 forward)	\$210.00		\$211.90		\$104.00				
Pre Petition Amount (thru May 13)	\$0.00								
Date Service Performed	07/01-07/31/12		07/01-07/31/12		07/01-07/31/12				
Case Matter Description	0304081-DeAnthony	Thomas Litigation	0316924-Bann-Cor	Mortgage	0320913-RFC	Kessler Case			
Law Firm Name	Bryan Cave LLP								
Practice Area	Mortgage	Operations							
Owner	Hamzehpour								

ResCap 2012 Retainer Balance Sheet

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Comments		0219608-Steven and Ruth Mitchell	0304081- DeAthony Thomas Litigation	0304125-Beaver Litigation	0316924-Bann- Cor Mortgage	0320913-RFC Kessler Case														
Retainer Balance	\$120,000.00	\$106,177.00	\$102,454.00	\$102,129.00	\$92,329.50	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	79 771 773
Post Petition Amount (May 14 forward)		80.00																		
Pre Petition Amount (thru May 13)		\$13,823.00	\$3,723.00	\$325.00	\$9,799.50	\$15,151.53														
Date Service Performed		04/01-04/30/12	04/01-04/30/12	04/01-04/30/12	04/01-04/30/12	04/01-04/30/12														The second secon
Invoice Date		5/11/2012	5/11/2012	5/11/2012	5/11/2012	5/11/2012						N								
Invoice Number		10078856	10078858	10078860	10078861	10078862														
Case Matter Description	693527 MITCHELL STEVEN AND RUTH			-																
Law Firm Name	Bryan Cave																			

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Retainer Balance	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97
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Retainer Balance	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97	\$77,177.97		
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Case Matter Description

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